



07085534

 UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

1405192

## FORM D

ORIGINAL

 NOTICE OF SALE OF SECURITIES  
 PURSUANT TO REGULATION D,  
 SECTION 4(6), AND/OR  
 UNIFORM LIMITED OFFERING EXEMPTION

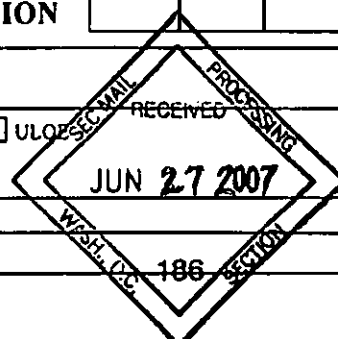
## OMB APPROVAL

 OMB Number: 3235-0076  
 Expires: April 30, 2008  
 Estimated average burden  
 hours per response ..... 16.00

## SEC USE ONLY

Prefix Serial

DATE RECEIVED



Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Issuance of common stock in exchange for outstanding limited liability company units

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

New Sun Nutrition, Inc. (successor-in-interest to New Sun Nutrition, LLC)

Address of Executive Offices (Number and Street, City, State, Zip Code)  
6450 Via Real, Suite 3, Carpinteria, CA 93013Telephone Number (Including Area Code)  
(805) 684-5950Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

Telephone Number (Including Area Code)

## Brief Description of Business

Retailer of innovative, great tasting functional foods, beverages, dietary supplements and ingredients.

## Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):  
☐ business trust ☐ limited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated  
04 07Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) DE

PROCESSED

JUL 03 2007

THOMSON'S C.  
FINANCIAL

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501-503, 17 CFR 230.504-505, 17 CFR 230.506-507, 17 CFR 230.508-509, 17 CFR 230.510-511, 17 CFR 230.512-513, 17 CFR 230.514-515, 17 CFR 230.516-517, 17 CFR 230.518-519, 17 CFR 230.520-521, 17 CFR 230.522-523, 17 CFR 230.524-525, 17 CFR 230.526-527, 17 CFR 230.528-529, 17 CFR 230.530-531, 17 CFR 230.532-533, 17 CFR 230.534-535, 17 CFR 230.536-537, 17 CFR 230.538-539, 17 CFR 230.540-541, 17 CFR 230.542-543, 17 CFR 230.544-545, 17 CFR 230.546-547, 17 CFR 230.548-549, 17 CFR 230.550-551, 17 CFR 230.552-553, 17 CFR 230.554-555, 17 CFR 230.556-557, 17 CFR 230.558-559, 17 CFR 230.560-561, 17 CFR 230.562-563, 17 CFR 230.564-565, 17 CFR 230.566-567, 17 CFR 230.568-569, 17 CFR 230.570-571, 17 CFR 230.572-573, 17 CFR 230.574-575, 17 CFR 230.576-577, 17 CFR 230.578-579, 17 CFR 230.580-581, 17 CFR 230.582-583, 17 CFR 230.584-585, 17 CFR 230.586-587, 17 CFR 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230.1620-1621, 17 CFR 230.1622-1623, 17 CFR 230.1624-1625, 17 CFR 230.1626-1627, 17 CFR 230.1628-1629, 17 CFR 230.1630-1631, 17 CFR 230.1632-1633, 17 CFR 230.1634-1635, 17 CFR 230.1636-1637, 17 CFR 230.1638-1639, 17 CFR 230.1640-1641, 17 CFR 230.1642-1643, 17 CFR 230.1644-1645, 17 CFR 230.1646-1647, 17 CFR 230.1648-1649, 17 CFR 230.1650-1651, 17 CFR 230.1652-1653, 17 CFR 230.1654-1655, 17 CFR 230.1656-1657, 17 CFR 230.1658-1659, 17 CFR 230.1660-1661, 17 CFR 230.1662-1663, 17 CFR 230.1664-1665, 17 CFR 230.1666-1667, 17 CFR 230.16

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Armstrong, Lance

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Eichten, Maigread

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Cannon, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Goode, Simon

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Lamb, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Pigeon, Matthew

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Quandt, James R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA 93013

**A. BASIC IDENTIFICATION DATA****2. Enter the information requested for the following:**

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Seeley, Peter

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA, 93013

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Wildrick, Debbie

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA, 93013

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Chan, Sing, Wei Investments

Business or Residence Address (Number and Street, City, State, Zip Code)  
4 Ellen Mary Way, Wayland, MA 01778

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Lamb Family Trust

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o New Sun Nutrition, Inc., 6450 Via Real, Suite 3, Carpinteria, CA, 93013

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
PZL Limited

Business or Residence Address (Number and Street, City, State, Zip Code)  
815 Via Lido Soud, Newport Beach, CA. 92663

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)  
Oak Investment Partners XII, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
525 University Avenue, Suite 1300, Palo Alto, CA 94301

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$ 0.00

3. Does the offering permit joint ownership of a single unit? ..... Yes ☐ No ☒

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☒ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ .....	\$ .....
Equity .....	\$ 51,489,232	\$ 51,489,232
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ .....	\$ .....
Partnership Interests .....	\$ .....	\$ .....
Other (Specify .....) .....	\$ .....	\$ .....
Total .....	\$ 51,489,232	\$ 51,489,232

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	122	\$ 51,489,232
Non-accredited Investors .....	0	\$ .....
Total (for filings under Rule 504 only) .....	122	\$ 51,489,232

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	.....	\$ .....
Regulation A .....	.....	\$ .....
Rule 504 .....	.....	\$ .....
Total .....	0	\$ 0

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ .....
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ .....
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 40,000
Accounting Fees .....	<input type="checkbox"/>	\$ .....
Engineering Fees .....	<input type="checkbox"/>	\$ .....
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ .....
Other Expenses (identify) <u>filing fees</u> .....	<input checked="" type="checkbox"/>	\$ 5,000
Total .....	<input checked="" type="checkbox"/>	\$ 45,000

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....
5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

\$ 51,444,232

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input checked="" type="checkbox"/> \$ 2,995,732	<input checked="" type="checkbox"/> \$ 48,448,500
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input checked="" type="checkbox"/> \$ 2,995,732	<input checked="" type="checkbox"/> \$ 48,448,500
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 51,444,232	

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
New Sun Nutrition, Inc.	<i>Matthew Pigeon</i>	June 13, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Matthew Pigeon	Chief Financial Officer, Treasurer and Secretary	

END

### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)